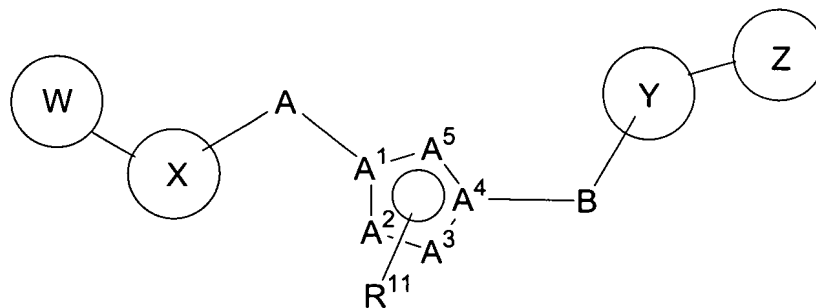


Amendments to the Claims:

1. (currently amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

Y is aryl and X is heteroaryl containing N, X and Y each independently is aryl or heteroaryl wherein at least one of X and Y is a heteroaryl with said N in said heteroaryl adjacent to the position of attachment to A or B respectively;

three of A¹, A², A³, A⁴, and A⁵ are N, the remaining are C, and one but not both of A¹ and A⁴ must be N, ~~but not both A¹ and A⁴ are N;~~

W is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

X is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C₁₋₆alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups;

R¹, R², and R³ each independently is -C₀-6alkyl, -C₃-7cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) substituents;

R⁴ is -C₁-6alkyl, -C₃-7cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) substituents;

A is ~~-C₀-4alkyl, -C₀-4alkyl, -C₀-2alkyl-SO-C₀-2alkyl, -C₀-2alkyl-SO₂-C₀-2alkyl, -C₀-2alkyl-CO-C₀-2alkyl, -C₀-2alkyl-NR⁹-CO-C₀-2alkyl, -C₀-2alkyl-NR⁹-SO₂-C₀-2alkyl, or heteroC₀-4alkyl~~;

Y is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₂-6alkenyl, -C₂-6alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or -C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C₁-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) groups;

R⁵, R⁶, and R⁷ each independently is -C₀-6alkyl, -C₃-7cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) substituents;

R⁸ is -C₁-6alkyl, -C₃-7cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) substituents;

B is ~~-C₀₋₄alkyl, -C₀₋₄alkyl, -C₀₋₂alkyl-SO-C₀₋₂alkyl, -C₀₋₂alkyl-SO₂-C₀₋₂alkyl, -C₀₋₂alkyl-CO-C₀₋₂alkyl, -C₀₋₂alkyl-NR¹⁰-C₀₋₂alkyl, -C₀₋₂alkyl-NR¹⁰-SO₂-C₀₋₂alkyl, or heteroC₀₋₄alkyl;~~

R⁹ and R¹⁰ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

Z is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

R¹¹ is halogen, -C₀₋₆alkyl, -C₀₋₆alkoxyl, =O, =N(C₀₋₄alkyl), or -N(C₀₋₄alkyl)(C₀₋₄alkyl);

any alkyl optionally substituted with 1-5 independent halogen substituents;

any N optionally is ~~may be~~ an N-oxide;

and one of W and Z is optionally absent.

2. (previously presented) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

X is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C₁₋₆alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups.

3. (previously presented) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Y is phenyl optionally substituted with 1-5 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or -C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C₁₋₆alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -O(heteroaryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups.

4. (currently amended) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Z is -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents; R¹¹ is halogen, -C₀₋₆alkyl, -C₀₋₆alkoxyl, =O, =N(C₀₋₄alkyl), or -N(C₀₋₄alkyl)(C₀₋₄alkyl).;

5. (currently amended) A The compound according to Claim 1, selected from the group consisting of

2-[4-(3-Methoxy-4-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;
2-[4-(3-methoxy-4-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;
2-[4-(3-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;
2-[4-(3-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;
2-[4-(3-pyridin-3-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;
2-[4-(3-pyridin-3-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;

2-[2-methoxy-4-(5-methyl-1-pyridin-2-yl-1*H*-1,2,3-triazol-4-yl)phenyl]pyridine; and
2-[2-methoxy-4-(5-methyl-2-pyridin-2-yl-2*H*-1,2,3-triazol-4-yl)phenyl]pyridine; -

or a pharmaceutically acceptable salt thereof.

6. (previously presented) A pharmaceutical composition comprising: a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

7. (canceled)

8. (canceled)

9. (canceled)

10. (canceled)

11. (canceled)

12. (canceled)